

RECORDATION NO. 20892-J FILED

JUN 17 '08

-11 00 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301

WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

June 17, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Partial Termination of Lease Supplement No. 1 to the Rail Car Lease Agreement, dated as of June 16, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Numbers 20892 and 20892-B.

The names and addresses of the parties to the enclosed document are:

Successor

Lessor:

M&T Credit Services, LLC
One M&T Plaza
Buffalo, NY 14240

[Successor

Lessee:

ExxonMobil Oil Corporation (f/k/a Mobil
Oil Corporation)
3033 Irving Blvd
Dallas, TX 75247]

Anne K. Quinlan, Esquire
June 16, 2008
Page 2

A description of the railroad equipment covered by the enclosed document is:

28 railcars TERMINATED within the series MBLX 80022 - MBLX 80101 as more particularly set forth in the equipment schedule attached to the document.

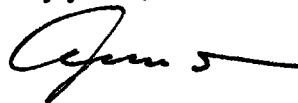
A short summary of the document to appear in the index is:

Memorandum of Partial Termination of Lease Supplement No. 1 to the Rail Car Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 20892-5 **FILED**

**MEMORANDUM OF PARTIAL TERMINATION
OF LEASE SUPPLEMENT NO. 1
TO THE RAIL CAR LEASE AGREEMENT**

JUN 17 08 -11 00 AM

SURFACE TRANSPORTATION BOARD

(Surface Transportation Board)

THIS MEMORANDUM OF PARTIAL TERMINATION OF LEASE SUPPLEMENT NO. 1 TO THE RAIL CAR LEASE AGREEMENT (this "Partial Lease Termination") is given as of this 16th day of ~~May~~ June, 2008, by M&T CREDIT SERVICES, LLC (the "Lessor"), witnesseth:

The Lessor, as successor lessor, and ExxonMobil Oil Corporation, as successor lessee, are parties to that certain Lease Supplement No. 1 to that certain Rail Car Lease Agreement, each dated as of September 30, 1997 (collectively, the "Lease"), and those certain Memorandum of Lease dated as of September 30, 1997 bearing Surface Transportation Board Recordation No. 20892 and Memorandum of Lease Supplement No. 1 dated September 30, 1997 bearing Surface Transportation Board Recordation No. 20892-B (collectively, the "Memoranda").

NOW, THEREFORE, in consideration of the premises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Lessor hereto submits the following:

1. The Lessor releases any lien against the railcars described in Exhibit A attached hereto and made a part hereof (collectively, the "Terminated Railcars") created by or arising out of the Lease and the Memoranda.

2. This Partial Lease Termination does not affect any right of the Lessor to, or the lien of the Lessor evidenced by the Memoranda on, any of the remaining railcars subject to the Lease and the Memoranda or affect any right of the Lessor to any surviving obligations of the Lessee with respect to the Terminated Railcars under the Lease or the Agreement for Partial Termination of Rail Car Lease Agreement dated as of May 1, 2008 among the Lessor, the Lessee and Sulcom, Inc.

3. This Partial Lease Termination shall be recorded with the Surface Transportation Board so as to record the release of the lien against the Terminated Railcars constituted by the Lease and the Memoranda.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the Lessor has caused this Partial Lease Termination to be duly executed under seal as of the date first above written.

WITNESS:

M&T CREDIT SERVICES, LLC,

Heery

By: Jeffrey A. Millard (SEAL)
Jeffrey A. Millard
Vice President

State of Maryland, City of Baltimore, TO WIT:

On this 30th day of April, 2008 before me personally appeared Jeffrey A. Millard, to me personally known, who being by me duly sworn, says that he is the Vice President of M&T CREDIT SERVICES, LLC, that said instrument was signed on behalf of said company, by authority of its Board of Directors, and that he acknowledged that the execution of the foregoing instruments was the free act and deed of said company.

IN WITNESS WHEREOF I have set my hand and seal.

Henryka W. Grynka
Notary Public

(SEAL)

My Commission Expires:

HENRYKA W. GRYC CRAIG
NOTARY PUBLIC STATE OF MARYLAND
County of Baltimore
My Commission Expires September 20, 2005

Exhibit A

DESCRIPTION OF TERMINATED RAILCARS

Twenty-eight (28) sulphur tank cars

Car Marks/Numbers

1	MBXL	080022
2	MBXL	080025
3	MBXL	080029
4	MBXL	080031
5	MBXL	080038
6	MBXL	080044
7	MBXL	080046
8	MBXL	080050
9	MBXL	080051
10	MBXL	080053
11	MBXL	080060
12	MBXL	080062
13	MBXL	080065
14	MBXL	080068
15	MBXL	080070
16	MBXL	080074
17	MBXL	080075
18	MBXL	080070
19	MBXL	080080
20	MBXL	080087
21	MBXL	080090
22	MBXL	080092
23	MBXL	080094
24	MBXL	080095
25	MBXL	080096
26	MBXL	080097
27	MBXL	080100
28	MBXL	080101

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/17/08



Robert W. Alvord